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5 *Attorneys for Siempre Viva Industrial II, LLC*

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7 **UNITED STATES BANKRUPTCY COURT**  
8 **NORTHERN DISTRICT OF CALIFORNIA**  
9 **SAN JOSE DIVISION**

10 In re

11 IMPERIAL TOY LLC,

12 Debtor.

Case No. 19-52335 (MEH)

Chapter 11

13 **DECLARATION OF MICHAEL I.**  
14 **GOTTFRIED IN SUPPORT OF**  
15 **SIEMPRE VIVA INDUSTRIAL II,**  
16 **LLC'S LIMITED OBJECTION TO**  
17 **DEBTOR'S MOTION TO APPROVE**  
18 **SALE OF SUBSTANTIALLY ALL**  
19 **DEBTORS'S ASSETS FREE AND**  
20 **CLEAR OF LIENS; (II) APPROVE**  
21 **THE ASSUMPTION AND**  
22 **ASSIGNMENT OF EXECUTORY**  
23 **CONTRACTS; AND (III) PROVIDE**  
24 **RELATED RELIEF**

25 Date: December 16, 2019

26 Time: 1:30 p.m.

27 Judge: Honorable M. Elaine Hammond  
28 United States Bankruptcy Court  
280 South First Street  
San Jose, CA 95113

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2 **DECLARATION OF MICHAEL I. GOTTFRIED**

3 I, Michael I. Gottfried, declare:

4 1. I am an attorney at law licensed to practice in the State of California and admitted  
5 to practice before this Court. I am a limited liability partner in the firm of Landau Gottfried &  
6 Berger LLP, attorneys for Siempre Viva Industrial II, LLC (the “Landlord”). I have personal  
7 knowledge of the facts set forth in this declaration and, if called as a witness, I could and would  
8 testify competently to those facts.

9 2. On several occasions, I asked Debtor’s counsel to provide me with information to  
10 evidence adequate assurance in connection with the Proposed Purchaser. On December 3, 2019,  
11 Debtor’s counsel informed me: “JaRu had a diligence out in their APA that expired tonight. They  
12 have not exercised their right to get out of the APA and are proceeding with the transaction. I  
13 believe they will be turning their attention to this now and I hope to be back to you on adequate  
14 assurance and cure amounts in short order.”

15 3. As of the date of this declaration, I have not received any information regarding  
16 “adequate assurance” from Debtor’s counsel or counsel for the Proposed Purchaser.

17 I declare under penalty of perjury under the laws of the United States of America that the  
18 foregoing is true and correct. Executed on December 9, 2019, at Los Angeles, California.

19  
20 /s/ Michael I. Gottfried

21 Michael I. Gottfried  
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